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By ECF & Fax

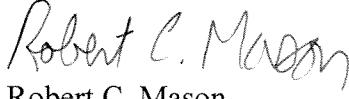
The Honorable James Orenstein
United States District Court for the
Eastern District of New York
225 Cadman Plaza East
Brooklyn, NY 11201

Re: In re Visa Check/MasterMoney Antitrust Litig., No. 96-CV-5238 (JG) (JO)

Dear Magistrate Judge Orenstein:

Defendants respectfully request leave to file a short letter, not to exceed one and one-half pages, to reply to the State of West Virginia's December 18 letter that responds to defendants' December 7 letter seeking limited modification of four protective orders in this action. The State's letter raises some new issues and defendants believe the Court may benefit from a short reply explaining why the State's proposed amended complaint does not moot the need for the subject discovery and why this Court is the proper forum in which to address the protective orders and enforce defendants' subpoena. Defendants also are available for argument on their motion (by conference call or in person) if the Court would find that useful.

Respectfully submitted,


Robert C. Mason

cc: George W. Sampson, Esq.
Lloyd Constantine, Esq. (counsel for the plaintiff class)
Gary R. Carney, Esq. (counsel for MasterCard)
Maryann K. Aiello, Esq. (counsel for the class administrator)
(all by fax & regular mail)